

Hearing Date: January 31, 2008  
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT TO  
PROOF OF CLAIM NUMBER 14347 (PHILIPS SEMICONDUCTORS, INC./NXP  
SEMI-CONDUCTORS USA, INC./SPCP GROUP, L.L.C.)**

("STATEMENT OF DISPUTED ISSUES – PHILIPS SEMICONDUCTORS, INC./NXP  
SEMI-CONDUCTORS USA, INC./SPCP GROUP, L.L.C.")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,  
debtors and debtors-in-possession in the above-captioned cases (collectively, the  
"Debtors"), hereby submit this Statement Of Disputed Issues (the "Statement Of  
Disputed Issues") With Respect To Proof Of Claim Number 14347 (the "Proof Of Claim")  
filed by Philips Semiconductors, Inc. ("Claimant"), which was transferred to NXP  
Semiconductors USA, Inc. and subsequently transferred to SPCP Group, L.L.C., as  
agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd.

("Transferees," and collectively with Philips Semiconductors, Inc., the "Claimants") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), the Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

2. On July 31, 2006, Claimant filed proof of claim number 14347 ("Proof Of Claim No. 14347") against Delphi Corporation. The Proof Of Claim asserts an unsecured non-priority claim in the amount of \$5,486,881.18 for good sold (the "Claim").

3. On, March 2, 2007, Philips Semiconductors transferred Proof Of Claim No. 14347 to NXP Semiconductors USA, Inc. pursuant to a notice of transfer (Docket No. 7100).

4. On, August 14, 2007, NXP Semiconductors USA, Inc. transferred Proof Of Claim No. 14347 to SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd. pursuant to a notice of transfer (Docket No. 9056).

5. On July 13, 2007, the Debtors objected to Proof of Claim No. 14347 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified

Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

6. The Nineteenth Omnibus Claims Objection seeks to reduce Proof of Claim No. 14347 to a total claim of \$5,171,725.92 comprised of a \$34,544.50 general unsecured claim against Delphi Mechatronic Systems, Inc. and a reclamation claim in the amount of \$194,274.52 and a general unsecured claim in the amount of \$4,942,906.90 against Delphi Automotive Systems, LLC ("DAS LLC").

7. On August 8, 2007, Claimant filed its Response To Debtors' Nineteenth Omnibus Objection (Docket No. 8935) (the "Response"). The Response asserts that Proof of Claim No. 14347 should be allowed in the amount asserted.

#### Disputed Issues

A. Delphi Corporation Does Not Owe Claimant The Amount Asserted In Proof Of Claim Number 14347

8. Claimant asserts in Proof Of Claim No. 14347 that Delphi owes Claimant a total of \$5,486,881.18 for goods sold. Delphi has reviewed the information attached to the Proof Of Claim and the Response and disputes that it owes the amount asserted in the Proof of Claim.

9. The prices detailed on certain purchase orders are lower than the price detailed on the Claimant's invoice(s). The purchase orders reflect the contractual pricing. Furthermore, the Debtors were unable to match the Claimant's reconciliation of its Proof of Claim against the Debtors' books and records. Accordingly, the Debtors have relied on the amounts reflected in the Debtors' books and records as owing to Claimant. Based on the foregoing, \$315,155.26 should be subtracted from the amount of the Proof of Claim.

10. After taking into account the above-referenced deductions to the Proof of Claim, the Debtors reconciled the Proof of Claim as illustrated in the following chart:

<u>Claimant's Asserted Amount</u>		\$5,486,881.18
<u>Modifications</u>	Price Discrepancies and Unmatched and Variant Documents	\$315,155.26
<u>Reconciled Amount</u>		\$5,171,725.92

11. Delphi does not dispute that the remaining \$5,171,725.92 of Proof Of Claim No. 14347 should be allowed as a \$34,544.50 general unsecured claim against Delphi Mechatronic Systems, Inc. and a reclamation claim in the amount of \$194,274.52 and a general unsecured claim in the amount of \$4,942,906.90 against DAS LLC.

Reservation Of Rights

12. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim(s) and (b) the

Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim(s).

**WHEREFORE** the Debtors respectfully request that this Court enter an order (a) allowing Proof Of Claim No. 14347 in the amount of \$5,171,725.92 comprised of a \$34,544.50 general unsecured claim against Delphi Mechatronic Systems, Inc. and a reclamation claim in the amount of \$194,274.52 and a general unsecured claim in the amount of \$4,942,906.90 against DAS LLC and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 4, 2007

DELPHI CORPORATION, *et al.*  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/ Neil Berger  
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